

Rules of The Manawatu Jazz Club Incorporated

The name of the society is:

The Manawatu Jazz Club Incorporated ("the Society")

The Society was founded as The Manawatu Musicians and Entertainers Club on the 28th April 1966 and registered with Incorporated Society on the 28th January 1969

The Society's name was changed to The Manawatu Jazz Club (Incorporated) on the 14th July 1975

All contracts entered into shall bear this name in full

Receipts given, or documents to which the club is a party, shall either bear the name in full or "Manawatu Jazz Club"

Definitions and Operative Date:

In this Constitution, unless the context otherwise requires:

- "Act" means the Incorporated Societies Act 1908 including all amendments to it.
- "Committee" means the committee of Officers elected by the Members as provided in this Constitution
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- "Club Notice Board" means either:
 - ❖ A notice published in the monthly newsletter
 - ❖ An announcement made at a club meeting, or
 - ❖ The Club Website

The Registered Office of the Society is:

12 Langston Avenue Palmerston North 4414 - or such other place as shall be fixed from time to time by the Executive Committee

The purposes of the Society are to:

- Promote the musical performance and public appreciation of jazz, in its various configurations, in the Manawatu District
- Foster jazz performance education for school and adult students
- Organise an annual Jazz and Blues Festival, including educational and some free performance elements, where and when this is reasonably, feasibly and fiscally possible
- Seek sponsorship to these ends
- Liaise with individuals and organisations to these ends
- Do anything necessary or helpful to the above purposes

Private pecuniary gain is not a purpose of the Society:

No Member of the society or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of payment to, or on behalf of, that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to what would be paid

in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

Management of the Society:

The Society has a managing committee ("the Executive Committee"), comprising the following persons:

- The Chair/President
- The Secretary
- The Treasurer
- The Membership Secretary
- And such other Members as the Society shall decide

Only Members of the Society may be Committee Members.

There is to be a minimum of three Committee Members, in addition to the Officers

Appointment of Committee Members:

At a Society Meeting, the Members may decide by majority vote:

- How large the Committee will be
- Who shall be the Chair/President, Secretary, and Treasurer
- Whether any Committee Member may hold more than one position as an officer
- How long each person will be a Committee Member

Persons Cease to be Committee Members when:

- They resign by giving written notice to the Committee
- They are removed by majority vote of the Society at a Society Meeting
- Their Term expires

If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property

Nomination of Committee Members:

Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. All retiring members of the Committee may be eligible for re-election

If the position of any Officer or Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Officer or Committee Member to fill that vacancy until the next Annual General Meeting

If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant

Subject to the rules of the Society (“The Rules”), the role of the Committee is to:

- Administer, manage, and control the Society
- Carry out the purposes of the Society, and Use Money or Other Assets to do that
- Manage the Society’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings
- Set accounting policies in line with generally accepted accounting practice
- Delegate responsibility and co-opt members where necessary
- Ensure that all Members follow the Rules
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints
- Set Membership fees, including subscriptions and levies
- Make regulations

The Committee has all of the powers of the Society, unless the Committee’s power is limited by a majority decision of the Society.

All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

Decisions of the Committee bind the Society, unless the Committee’s power is limited by a majority decision of the Society.

Roles of Committee Members:The Chair/President is responsible for:

- Ensuring that the Rules are followed
- Convening Meetings and establishing whether or not a quorum (half of the Committee) is present
- Chairing Meetings, deciding who may speak and when
- Overseeing the operation of the Society
- Providing a report on the operations of the Society at each Annual General Meeting

The Secretary is responsible for:

- Recording the minutes of Meetings
- Holding the Society’s records, documents, and books except those required for the Treasurer’s function
- Receiving and replying to correspondence as required by the Committee
- Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- Advising the Registrar of Incorporated Societies of any rule changes

The Treasurer is responsible for:

- Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained

- Preparing annual financial statements for presentation at each Annual General Meeting. These statements will be prepared in accordance with the Societies' accounting policies
- Providing a financial report at each Annual General Meeting
- Providing financial information to the Committee as the Committee determines

The Membership Secretary is responsible for:

- Keeping the Register of Members
- Liaising with Members regarding their status as circumstances require

Committee Meetings:

Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide

No Committee Meeting may be held unless more than half of the Committee Members attend

The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting

Decisions of the Committee shall be by majority vote

The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote

Only Committee Members present at a Committee Meeting may vote at that Committee Meeting

Subject to these Rules, the Committee may regulate its own practices

The Chair/President or his nominee shall adjourn the meeting if necessary

Adjourned Meetings:

If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

Society membership:

The members of the Society shall consist of the following classes or such other additional classes of members as the Executive Committee may from time to time decide

Financial Members are persons who are interested in actively participating in the appreciation and/or performance of jazz and such allied activities as the Executive Committee decides. He/She is a member who, at the date of the Annual General Meeting

has paid his/her subscription for the preceding year. Financial Members shall be entitled to the full privileges and amenities of the Society

Associate Members are persons who are unable to participate as a Financial Member but who wish to support the Society. Associate Members shall be entitled to preferential treatment at those functions specified by the Executive Committee. Associate Members shall not be eligible for election to any office nor be entitled to vote at any meeting except that any representative of the Associate Members on the Executive Committee shall have full voting rights at any meeting of the Society and shall be eligible for election to any office, or at the Annual General Meeting. Associate Members shall have a vote to elect the Committee Members. Associate Membership is not transferable. The Associate Membership shall be limited to 20 persons or such other number as may from time to time be determined by the Executive Committee

Life Members Any persons who has rendered service to the Society may be elected a Life Member of the Society and shall be entitled to the full privileges and amenities of the Society

All Members have the rights and responsibilities set out in these Rules

Mission of Members:

To become a Member, a person ("the Applicant") must:

- Complete an application form
- Supply any other information the Committee requires

The Committee may interview the Applicant when it considers Membership applications

The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final

Life Members shall be nominated by one and seconded by another Financial Member and shall be elected to Life Membership by at least a two thirds majority of any General Meeting

The Register of Members:

The Membership Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members

If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Membership Secretary

Each Member shall provide such other details as the Committee requires

Members shall have reasonable access to the Register of Members

Cessation of Membership:

Any Member may resign by giving written notice to the Secretary

Membership may be terminated in the following way:

If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”)

The Committee’s Notice must:

Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society

State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership

State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership

State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society

Fourteen days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Membership Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice

If the Member gives the Member’s Notice to the Membership Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Membership Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting

When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members

The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final

Obligations of Members

All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute

Money and other assets of the society

The Society may only Use Money and Other Assets if:

- It is for a purpose of the Society
- It is not for the sole personal or individual benefit of any Member

- That Use has been approved by either the Committee or by majority vote of the Society.

Fees, Subscriptions and Levies Joining

If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, the Membership Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity

Additional Powers

The Society may:

- Employ people for the purposes of the Society
- Exercise any power a trustee might exercise
- Invest in any investment that a trustee might invest in
- Borrow money and provide security for that if authorised by Majority vote at any Society Meeting

Financial Year

The financial year of the Society begins on 1st July of every year and ends on 30th June of the next year

Assurance on the Financial Statements

The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Club's accounting policies. The Reviewer will be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Club. If the Club appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement

The Committee is responsible to provide the Reviewer with:

- Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- Additional information that the reviewer may request from the Committee for the purpose of the review
- Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence

No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting

Conduct of meetings

A Society Meeting is either an Annual General Meeting or a Special General Meeting

The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates

Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members

The Secretary shall:

- Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting

Additionally, the Secretary will provide, as appropriate:

- A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee
- A list of Nominees for the Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)
- Notice of any motions and the Committee's recommendations about those motions

If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice

All Members may attend and vote at Society Meetings

No Society Meeting may be held unless at least a quorum of eligible Members attend

All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote

On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- Voices
- Show of hands
- Secret ballot

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote

The business of an Annual General Meeting shall be:

- Receiving any minutes of the previous Society's Meeting(s)
- The Chair/President's report on the business of the Society

- The Treasurer's report on the finances of the Society, and the Annual Financial Statements
- Election of Committee Members
- Motions to be considered
- General business

The Chair/President or his/her nominee shall adjourn the meeting if necessary

Adjourned Meetings:

If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

Motions at Society Meetings

Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quorum of eligible Members:

It must be voted on at the Society Meeting chosen by the Member

The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member

If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting

The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified

Common Seal

The Committee shall provide a common seal for the Society and may from time to time replace it with a new one

The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee

Altering the Rules

The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting, while not tampering with those rules required by Inland Revenue (under 'Private pecuniary Profit' and "Winding Up')

Any proposed motion to amend or replace these Rules shall be signed by at least a quorum of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal

At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has

When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies

Bylaws to Govern the Society

The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary

Winding up

If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the society but shall be given or transferred to some other organisation or body having objects similar to the objects of the society, or some other charitable organisation or purpose, within New Zealand

No addition to or alteration of the aims/objects, payments to clause or the winding up clause shall be approved without the approval of Inland Revenue. The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

Definitions and Miscellaneous Matters

"Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting

"Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society

"Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting

"Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets

“Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods

It is assumed that:

- Where a masculine is used, the feminine is included
- Where the singular is used, plural forms of the noun are also inferred
- Headings are a matter of reference and not a part of the rules

Matters not covered in these rules shall be decided upon by the Committee